

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

INSULATORS AND ASBESTOS WORKERS )  
LOCAL NO. 14 PENSION FUND, )  
Derivatively On Behalf Of 3M Company, ) Civil Action No. 07-416 (GMS)  
 )  
Plaintiff, )  
 )  
v. )  
 )  
GEORGE W. BUCKLEY, LINDA G. )  
ALVARADO, VANCE D. COFFMAN, )  
MICHAEL L. ESKEW, W. JAMES FARRELL, )  
HERBERT L. HENKEL, EDWARD M. )  
LIDDY, ROBERT S. MORRISON, AULANA )  
L. PETERS, ROZANNE L. RIDGEWAY, )  
PATRICK D. CAMPBELL, MOE S. NOZARI, )  
FREDERICK J. PALENSKY, RICHARD F. )  
ZIEGLER, )  
 )  
Defendants, )  
 )  
and )  
 )  
3M COMPANY, a Delaware Corporation, )  
 )  
Nominal Defendant. )

**THE OFFICER DEFENDANTS' MOTION TO DISMISS THE DERIVATIVE  
COMPLAINT WITH PREJUDICE FOR FAILURE TO MAKE A RULE 23.1 DEMAND  
AND JOINDER IN THE INDEPENDENT DIRECTORS' AND 3M'S MOTION TO  
DISMISS THE COMPLAINT AND OPENING BRIEF IN SUPPORT OF THEIR  
MOTION TO DISMISS**

Defendants George W. Buckley, Patrick D Campbell, Moe S. Nozari, Frederick J. Palensky and Richard F. Ziegler (the “Officer Defendants”) hereby move this Court pursuant to Fed. R. Civ. P. 23.1 for an Order in the form attached hereto dismissing with prejudice Plaintiff’s derivative complaint for failure to make a Rule 23.1 demand. The Officer Defendants join in and incorporate by reference the Independent Directors’ and 3M’s Motion to Dismiss the Derivative


Complaint With Prejudice for Failure to Make a Rule 23.1 Demand (D.I. 28) and Opening Brief  
in Support of their Motion to Dismiss (D.I. 29) as if fully set forth herein.

POTTER ANDERSON & CORROON LLP

OF COUNSEL:

Thomas F. Ryan  
Walter C. Carlson  
James W. Ducayet  
Sharlene P.B. Hobson  
SIDLEY AUSTIN LLP  
One South Dearborn  
Chicago, IL 60603  
(312) 853-7000

Dated: September 10, 2007  
817929

By:   
Philip A. Rovner (#3215)  
Hercules Plaza  
P.O. Box 951  
Wilmington, DE 19899  
(302) 984-6000  
[provner@potteranderson.com](mailto:provner@potteranderson.com)

*Attorneys for Defendants*  
*George W. Buckley, Patrick D. Campbell, Moe*  
*S. Nozari, Frederick J. Palensky and Richard*  
*F. Ziegler*

**IN THE UNITED STATES DISTRICT COURT  
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**CERTIFICATE OF SERVICE**

I, Philip A. Rovner, hereby certify that on September 10, 2007, the within document was filed with the Clerk of the Court using CM/ECF which will send notification of such filing(s) to the following; that the document was served on the following counsel as indicated; and that the document is available for viewing and downloading from CM/ECF.

**BY HAND DELIVERY**

Seth D. Rigrodsky, Esq.  
Brian D. Long, Esq.  
Rigrodsky & Long, P.A.  
919 N. Market Street, Suite 980  
Wilmington, DE 19801  
[srigrodsky@rigrodskylong.com](mailto:srigrodsky@rigrodskylong.com); [blong@rigrodskylong.com](mailto:blong@rigrodskylong.com)

Daniel A. Dreisbach, Esq.  
Steven J. Fineman, Esq.  
Richards, Layton & Finger, P.A.  
One Rodney Square  
920 N. King Street  
Wilmington, DE 19801  
[dreisbach@rlf.com](mailto:dreisbach@rlf.com); [fineman@rlf.com](mailto:fineman@rlf.com)

/s/ Philip A. Rovner  
Philip A. Rovner (#3215)  
Potter Anderson & Corroon LLP  
Hercules Plaza  
P.O. Box 951  
Wilmington, Delaware 19899  
(302) 984-6000  
E-mail: [provner@potteranderson.com](mailto:provner@potteranderson.com)

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**ORDER**

The Court having considered the Independent Directors' and 3M's Motion to Dismiss With Prejudice the Derivative Complaint for Failure to Make a Rule 23.1 Demand (the "Motion") and the parties' arguments in support and opposition thereof, and the joinder thereto of Defendants George W. Buckley, Patrick D. Campbell, Moe S. Nozari, Frederick J. Palensky and Richard F. Ziegler,

IT IS HEREBY ORDERED this \_\_\_\_ day of \_\_\_\_\_, 2007 that the Motion is  
GRANTED.

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United States District Court Judge